

# DISTRICT 105D CONSTITUTION & BY-LAWS



## INTERPRETATION

### Section 1

Wherever the Male Gender or pronoun presently appears in this Constitution, it shall be interpreted to mean Male and/or Female persons.

This Constitution shall be read, construed and operated in the general context and spirit of the Constitution and Bye-Laws of the International Association of Lions Clubs and shall be binding on the whole of the Membership of this District.

### Section 2

For the avoidance of doubt the following words shall have the meanings assigned to them:

#### **The Association**

The International Association of Lions Clubs (Lions Clubs International)

#### **Cabinet/District Cabinet**

The 105 D District Governor's Cabinet (as defined in Article III Section 1 of this Constitution)

#### **Club (or Clubs)**

A Lions Club (or Clubs) within District 105D organised, chartered and in good standing (as defined by the Association)

#### **Convention**

The Annual Convention of District 105D

#### **District**

District 105D

#### **Governor**

The District Governor duly elected for the time being of District 105D

#### **Multiple District**

District 105 of the Association

#### **First Vice Governor**

The First Vice District Governor duly elected for the time being of Sub-District 105D

#### **Second Vice Governor**

The Second Vice District Governor duly elected for the time being of Sub-District 105D

#### **Year**

The period from 1<sup>st</sup> July to 30<sup>th</sup> June the following year, both dates inclusive

# **CONSTITUTION**

## **ARTICLE I**

### **Name**

This organization shall be known as Lions District 105D hereinafter referred to as “district” or “the district”

## **ARTICLE II**

### **Purposes**

The purposes of this district shall be:

- (a) To provide an administrative structure with which to advance the Purposes of Lions Clubs International in this district.
- (b) To create and foster a spirit of understanding among the peoples of the world.
- (c) To promote the principles of good government and good citizenship.
- (d) To take an active interest in the civic, cultural, social and moral welfare of the community.
- (e) To unite the members in the bonds of friendship, good fellowship and mutual understanding.
- (f) To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
- (g) To encourage service-minded people to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavours.

## **ARTICLE III**

### **Membership**

The members of this organization shall be all Lions clubs in this district chartered by Lions Clubs International. The boundary lines of this district shall be as recognised from time to time by the Association.

## **ARTICLE IV – Emblem, Colours, Slogan and Motto**

Section 1. **EMBLEM.** The emblem of this association and each chartered club shall be of a design as shown above.

Section 2. **USE OF NAME AND EMBLEM.** Use of the name, goodwill, emblem and other logos of the association shall be according to the guidelines established from time to time in the by-laws.

Section 3. **COLOURS.** The colours of this association and of each chartered club shall be purple and gold.

Section 4. **SLOGAN.** Its Slogan shall be: Liberty, Intelligence, Our Nation’s Safety.

Section 5. **MOTTO.** Its Motto shall be: We Serve.

## **ARTICLE V**

### **Supremacy**

**Section 1.** The Standard Form District Constitution and By-Laws shall govern the district unless otherwise amended so as not to conflict with the Multiple District and International Constitution & By-Laws and policies of Lions Clubs International. Whenever there may exist a conflict or a contradiction between the provisions set out in the district constitution and by-laws and the multiple district constitution and by-laws then the multiple district constitution and by-laws shall govern. Whenever there may exist a conflict or a contradiction between the provisions set out in

the district constitution and by-laws and the International Constitution and By-Laws, then the International Constitution and By-Laws shall govern.

**Section 2.** The constitution and by-Laws of District 105D or any Club within that District shall comply with the laws of England, The Bailiwick of Guernsey and The Bailiwick of Jersey (as applicable). If there is any incompatibility between any requirement of law in the aforementioned geographical areas and the District or Club constitution and/or by-laws, the law in the relevant geographical area(s) shall take precedence and the District Governor and District Cabinet or Lions Club as appropriate, shall take such action as is necessary to resolve the incompatibility.

## **ARTICLE VI**

### **Officers and District Cabinet**

**Section 1. OFFICERS.** The officers of this district shall be the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons and a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer. Each such officer shall be a member in good standing of a Lions club in good standing in the district.

**Section 2. DISTRICT CABINET.** The district shall have a district cabinet composed of the district governor, the immediate past district governor, the first and second vice district governors, the region chairpersons (if the position is utilized during the district governor's term), the zone chairpersons, a cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, and such other club members as may be included in this section as amended in accordance with the amendment procedures contained herein. Each such cabinet member shall be a member in good standing of a Lions club in good standing in the district.

**Section 3. ELECTION/APPOINTMENT OF DISTRICT CABINET.** The district governor and first and second vice district governors shall be elected at the annual convention of the district. The district governor shall appoint or the district shall elect by the time he/she takes office, the cabinet secretary-treasurer or a cabinet secretary and a cabinet treasurer, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district, sergeant at arms and such other members of Clubs within the District as he shall deem appropriate.

**Section 4. REMOVAL.** Members of the District Cabinet other than the District Governor, First Vice District Governor and Second Vice District Governor may be removed from office for cause by the affirmative vote of two-thirds (2/3) of the entire number of the District Cabinet. The Governor may in his absolute discretion at any time replace any appointee as he shall think fit and may co-opt any other Lion as he may from time to time deem necessary and shall do so if at any time, any member of the District Cabinet ceases to be a member in good standing of a Club within the District

## **ARTICLE VII**

### **District Convention**

#### **Section 1. TIME AND PLACE.**

(a) An annual convention of the district shall be held in each year to conclude no less than thirty (30) days prior to the convening of the international convention at a place selected by the delegates of a previous annual convention of the district and at a date and time fixed by the district governor.

(b) The Annual Convention shall be held not less than four weeks prior to the time appointed for the Convention of the Multiple District in that Year.

(c) Unless resolved otherwise by Convention or Cabinet, the Annual Convention shall not be held on a date that shall coincide with any date set for the holding of the Multiple District Young Ambassador of the 21<sup>st</sup> Century Finals or with any date set for the holding of any meetings of the International Board of Directors in that Year (if known).

(d) The whole of the administrative expenses of Convention, including the cost of hiring halls and equipment, decorations therein and all other expenses (including those of official guests) incidental to running the business sessions of Convention shall be authorised by Cabinet and at the expense of District. An estimate of such costs shall be prepared and submitted by the host to the Cabinet for approval. No expenditure shall be incurred by the Host until approved in writing by Cabinet.

**Section 2. CLUB DELEGATE FORMULA.** Each chartered club in good standing in Lions Clubs International and its district (single or sub- and multiple) shall be entitled in each annual convention of its district (single or sub- and multiple) to one (1) delegate and one (1) alternate for each ten (10) members, or major fraction thereof, of said club as shown by the records of the international office on the first day of the month last preceding that month during which the convention is held. The major fraction referred to in this section shall be five (5) or more members. Each certified delegate present in person shall be entitled to cast one (1) vote only for each office to be filled by, and one (1) vote only on each question submitted to, the respective convention. Unless otherwise specified herein, the affirmative vote of a majority of the delegates voting on any question shall be the act of the convention. All eligible delegates must be members in good standing of a club in good standing in this district. Delinquent dues may be paid and good standing acquired up to fifteen (15) days prior to the close of credential certification.

**Section 3. QUORUM.** The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

**Section 4. SPECIAL CONVENTION.** A Special Convention of the clubs of the District may be called by a two-thirds vote of the District Cabinet at such time and place as they shall determine; provided that such Special Convention shall conclude no less than 30 days prior to the convening date of the International Convention and that such Special Convention shall not be convened for the election of the district governor, first vice district governor or second vice district governor. Written notice of the Special Convention setting forth the time, place and purpose thereof, shall be provided to each club in the District by the District Cabinet Secretary, no less than 30 days prior to the convening date of the Special Convention.

## **Section 5 RESOLUTIONS and NOMINATIONS**

### **Sub Section 1**

- (i) All proposed resolutions shall be received in writing by the appointed officer on or before the closing date stated in the Convention Call.
- (ii) It shall be a good and sufficient reason for the Cabinet not to accept any proposed resolution or any proposed amendment if they are of the opinion that it would waste the time, or otherwise inconvenience the proceedings, of the forthcoming Convention or if the substance of such proposed resolution or proposed amendment has been voted upon at either of the two immediately preceding Conventions.
- (iii) The officer shall have the power to re-draft any proposed resolution or any proposed amendment if in his opinion such re-drafting is necessary in the interests of clarity or for any other good and proper reason.
- (iv) In the event of any non-acceptance or re-drafting of any proposed resolution or proposed amendment, the officer shall liaise with the Secretary of the Club submitting the same as soon as is practicable after receipt of the same and having regard to the time limit established.

### **Sub Section 2**

- (i) The Governor shall have power to accept an emergency resolution or amendment at Convention if, in his opinion, such resolution or amendment could not have reasonably been submitted in writing to the officer appointed on or before the date stipulated.
- (ii) Such emergency resolution or amendment shall only be presented for consideration with the approval of Convention.

### **Sub Section 3**

- (i) All proposed nominations for the offices of Governor, First Vice Governor and Second Vice Governor for the ensuing Year and, when appropriate, all proposed nominations for International Office, shall be received by the appointed officer in writing on or before the closing date stipulated in the Convention Call.
- (ii) If no such proposed nominations have been received by the closing date stipulated nominations may be presented from the floor at Convention.

### **Sub Section 4**

- (i) All invitations extended to act as Host for Convention to be held within the District two years hence shall be received by the appointed officer in writing on or before the closing date stated in the Convention Call.
- (ii) Such invitations shall be investigated from all view-points commensurate with the generally accepted requirements of a Convention and shall be subject to Cabinet approval thereof.
- (iii) If no invitation to host a subsequent Convention is received by the date stipulated, invitations may be presented from the floor to Convention and may be accepted, but will be subject to Cabinet approval at their next meeting.
- (iv) If there should be no acceptable invitations whatsoever, it shall be the duty of the next succeeding Cabinet to arrange the venue of the appropriate Convention at such place within the District and at such time and by such means as it shall decide.
- (v) (a) The Host shall submit to Cabinet for approval, the estimated costs and the proposed charges to be made for the various social activities to be held in conjunction with Convention.

(b) Neither the Host or Cabinet shall seek to approve charges that will result in a surplus or a deficit on these activities.

(c) In the event that any surplus is realised on these activities in any year the District Treasurer shall hold such in reserve to offset any loss incurred at a future or previous Convention, notwithstanding the provisions of subsection (iv) of this section.

(d) In the event that any deficit is incurred on these activities the same shall be borne by District. However, if it is demonstrated by Cabinet that information had been deliberately or negligently withheld by the Host or the Convention Committee appointed by the Governor when making their financial submissions to Cabinet, the deficit shall be borne by the Host or the said District Convention Committee as appropriate.

(e) Any activity proposed to be held at Convention involving the raising of funds from those in attendance shall be at the discretion of the Governor or Cabinet. All net proceeds therefrom shall be for the benefit of District funds and shall not be for any other purpose unless specifically authorised by the Governor or Cabinet.

#### Sub Section 5

All proposed resolutions, nominations and invitations accepted for consideration at Convention shall be circulated to every Club Secretary at least 9 (nine) weeks prior to the date for the holding of Convention by the Appointed Officer

#### Sub Section 6

On receipt of the proposed resolutions any Club wishing to submit proposed amendments thereto shall submit the same in writing to the appointed officer at least 3 (three) weeks prior to the date set for Convention

#### Sub Section 7

All proposed amendments to resolutions to be considered at Convention shall be circulated to each Club Secretary at least 7 days prior to Convention by the Appointed Officer. Alternatively copies thereof shall be distributed to all Delegates (or their Alternates as the case may be) on Registration at Convention.

### **Section 6 OTHER MATTERS AFFECTING CONVENTION**

#### Sub Section 1

(a) Every Club should be represented at Convention.

(b) If no quorum is present at the time any vote of the delegates is to be taken, the respective session shall be adjourned to a time and place to be appointed by the Governor.

#### Sub Section 2

The Governor should preside at all sessions of the Convention. In his absence the First Vice-Governor should preside, failing this the Second Vice-Governor should preside, failing this the Immediate Past Governor should preside. In the event of the non-availability of any of the foregoing persons the most recent Past Governor available will preside.

### Sub Section 3

The affirmative vote of a majority of the delegates voting on any matter shall signify the approval of Convention save that on any matter the Presiding Officer shall judge to be a constitutional matter.

### Sub Section 4

(a) At the commencement of the business session of each Convention the Chairman presiding shall invoke the latest version of District 105D Convention Standing Orders, as appended to this Constitution.

(b) Convention may suspend all or part of Standing Orders by a majority decision of registered voting delegates present who exercise their right to vote, at any time during the business of Convention.

### Sub Section 5

Within 60 (sixty) days of the close of Convention the District Secretary shall transmit a copy of the complete minutes thereof to the Association's International Office, all Cabinet members, and to every Club Secretary.

## **ARTICLE VIII**

### **District Dispute Resolution Procedure**

#### **Section 1. DISPUTES SUBJECT TO PROCEDURE**

All disputes relative to membership, club boundaries, or interpretation, breach of, or application of the district constitution and by-laws, or any policy or procedure adopted from time to time by the district cabinet, or any other internal Lions district matters that cannot be satisfactorily resolved through other means, arising between any clubs in the district, or any club(s) and the district administration, shall be settled by the following dispute resolution procedure. Except as otherwise provided herein, any time limits specified in this procedure may be shortened or extended by the district governor, or, in the event the complaint is directed against the district governor, the immediate past district governor, conciliators or the International Board of Directors (or its designee) upon a showing of good cause. All parties to any dispute subject to this procedure shall not pursue administrative or judicial actions during this dispute resolution process.

#### **Section 2. COMPLAINTS AND FILING FEE**

Any Lions club in good standing within the association (the "complainant") may file a written request with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor (a "complaint"), with a copy to the Legal Division, asking that dispute resolution take place under this procedure. The complaint must be filed within thirty (30) days after the complainant(s) knew or should have known of the occurrence of the event upon which the complaint is based. The complainant(s) must submit minutes signed by the club secretary certifying that a resolution in support of filing the complaint has been adopted by a majority of the entire membership of the club. A copy of the complaint shall be sent to the respondent(s).

A complaint filed under this procedure must be accompanied by a US\$750.00 filing fee, or its equivalent in the respective national currency, payable by each complainant to the district which shall be submitted to the district governor or, in the event the complaint is directed against

the district governor, the immediate past district governor, at the time the complaint is filed. In the event the complaint is settled or withdrawn prior to a final decision by the conciliators, US\$100.00 shall be retained by the district as an administrative fee and US\$325.00 shall be refunded to the complainant and US\$325.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the selected conciliators find the complaint to have merit and the complaint is upheld, US\$100.00 shall be retained by the district as an administrative fee and US\$650.00 shall be refunded to the complainant. In the event the selected conciliators deny the complaint for any reason, US\$100.00 shall be retained by the district as an administrative fee and US\$650.00 shall be paid to the respondent (which shall be shared on an equal basis if there is more than one respondent). In the event the complaint is not settled, withdrawn, upheld or denied within the time frames established by this procedure (unless an extension has been granted for good cause), then the entire fee will be automatically retained by the district as an administrative fee and shall not be refunded to any party. All expenses incurred relative to this dispute resolution procedure are the responsibility of the district, unless established district policy provides that all expenses incurred relative to this dispute resolution procedure shall be paid on an equal basis by the parties to the dispute.

### **Section 3 RESPONSE TO COMPLAINT**

The respondent(s) to the complaint may file a written response to the complaint with the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, with a copy to the Legal Division, within ten (10) days of receiving notice of the complaint. A copy of the response shall be sent to the complainant(s).

### **Section 4. CONFIDENTIALITY**

Once a complaint has been filed, communications between the complainant(s), respondent(s), district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and conciliators should be kept confidential to the extent possible.

### **Section 5. SELECTION OF CONCILIATORS**

Within fifteen (15) days of filing the complaint, each party to the dispute shall select one (1) neutral conciliator and the selected conciliators shall select one (1) neutral conciliator, who will serve as chairperson. The selected conciliators' decision relative to the selection of the conciliator/chairperson shall be final and binding. All of the selected conciliators shall be Lion leaders, preferably past district governors, who are currently members in good standing of clubs in good standing in the district, other than a club which is a party to the dispute, and shall be impartial on the matter in dispute and without loyalties to any party to the dispute. Upon completion of the selection process, the conciliators shall be deemed appointed with all authority appropriate and necessary to resolve or decide the dispute in accordance with this procedure. In the event the selected conciliators cannot agree on the selection of the conciliator/chairperson within the time frame noted above, then the selected conciliators shall be automatically deemed to have resigned for administrative reasons and the parties must select new conciliators ("the second team of selected conciliators") who shall then select one (1) neutral conciliator/chairperson in accordance with the selection procedures and requirements described above. In the event the second team of selected conciliators cannot agree on the selection of the



conciliator/chairperson from within the district in which the dispute arises, the selected conciliators may select one (1) neutral conciliator/chairperson who is a member of a club in good standing outside the district. In the event the second team of selected conciliators cannot agree on the selection of the conciliator/chairperson from within or outside the district in which the dispute arises, then the past international director who most recently served on the International Board of Directors from within the district or from an adjacent district, whichever is closest in proximity, shall be appointed as conciliator/chairperson. The time limits in this Section E may not be shortened or extended by the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, or the conciliators.

### **Section 6. CONCILIATION MEETING AND DECISION OF CONCILIATORS**

Upon being appointed, the conciliators shall arrange a meeting of the parties for the purpose of conciliating the dispute. The meeting shall be scheduled within thirty (30) days of the appointment of the conciliators. The objective of the conciliators shall be to find a prompt and amicable resolution to the dispute. If such conciliation efforts are unsuccessful, the conciliators shall have the authority to issue their decision relative to the dispute. The conciliators shall issue their decision in writing no later than thirty (30) days after the date on which the initial meeting of the parties was held, and the decision shall be final and binding on all parties. The written decision shall be signed by all the conciliators, with the dissent of any conciliator properly noted, and a copy of the written decision shall be provided to all parties, the district governor or, in the event the complaint is directed against the district governor, the immediate past district governor, and, to the Legal Division of Lions Clubs International. The decision of the conciliators must be consistent with any applicable provisions of the International, Multiple District and District Constitutions and By-Laws and policies of the International Board of Directors and the laws of England, The Bailiwick of Guernsey and The Bailiwick of Jersey (as applicable), and is subject to the authority of and further review by the International Board of Directors at the sole discretion of the International Board of Directors or its designee.

Failure to comply with the final and binding decision of the conciliators constitutes conduct unbecoming a Lion and is subject to loss of membership privileges and/or charter cancellation.

## **ARTICLE IX**

### **Amendments**

**Section 1. AMENDING PROCEDURE.** This constitution may be amended only at a Convention of this District by resolution and adopted by the affirmative vote of two-thirds (2/3) of the votes cast.

**Section 2. AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the relevant international convention.

**Section 3. NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been published by regular post or electronic means to each club no less than thirty (30) days prior to the convening date of the annual convention of the District with notice that the same will be voted upon at said convention.

**Section 4. EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## **BY-LAWS**

### **ARTICLE I**

#### **Nominations and Endorsement Third Vice President and International Director Nominees**

**Section 1. ENDORSEMENT PROCEDURE.** Subject to the provisions of the International Constitution and By-Laws, any member of a Lions club in the district seeking endorsements of a district convention as a candidate for the office of international director or third vice-president shall:

(a) Deliver (by mail or in person) written notice of intention to seek such endorsement to the district governor and if this is a sub-district of a multiple district to the multiple district council secretary treasurer no less than 30 days prior to the convening date of the district convention at which such question of endorsement is to be voted upon.

(b) Deliver with said notice of intention evidence of fulfillment of the qualifications for such office set forth in the International Constitution and By-Laws.

**Section 2. NOMINATION.** Each notice of intention so delivered shall be transmitted forthwith by the district governor to the Nominating Committee of the respective convention, which shall review and perfect the same by obtaining from each prospective candidate any additional evidence of such intention and qualifications as may be necessary under the International Constitution and By-Laws, and shall place in nomination at the respective convention the name of each such prospective candidate who has fulfilled said procedural and constitutional requirements.

**Section 3. SECONDING SPEECH.** Each such nominee for endorsement shall be entitled to one seconding speech of no more than three (3) minutes in duration.

**Section 4. VOTE.** The vote on the question of endorsement shall be by secret written ballot, unless there shall be only one nominee seeking the same, in which event a voice vote may be taken. The nominee receiving a majority of the votes cast shall be declared endorsed (elected) as the candidate of the convention and district. In the event of a tie vote, or failure of one nominee to receive the required majority, on any ballot, balloting shall continue until one receives the required majority of the votes cast.

**Section 5. CERTIFICATION OF ENDORSEMENT.** Certification of endorsement by the respective convention shall be made in writing to the international office by the district officials designated (and if the district is a sub-district in the multiple district to the multiple district council of governors) in accordance with the requirements set forth, in the International Constitution and By-Laws.

**Section 6. VALIDITY.** No district endorsement of any candidacy of any member of a Lions club in this district shall be valid unless and until the provisions of this Article have been met.

## **ARTICLE II**

### **District Nominations, Elections and Appointments**

**Section 1. NOMINATING COMMITTEE.** Each district governor shall appoint by written notification received at least sixty (60) days prior to the sub-district convention, a Nominating Committee of not less than three (3) and no more than five (5) members, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of their appointment hold any district cabinet or international office either by election or appointment.

**Section 2. DISTRICT GOVERNOR ELECTION PROCEDURES.** Any qualified member of a club in the district seeking the office of district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the day of its report to the convention, and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. The Nominating Committee shall place in nomination at the district convention the name(s) of all candidate(s) so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. A candidate shall be allowed one nominating speech of no more than five (5) minutes duration, and one seconding speech of no more than three (3) minutes duration.

**Section 3. FIRST AND SECOND VICE DISTRICT GOVERNOR ELECTION PROCEDURES.** Any member of a club in the district seeking the office of first or second vice district governor shall file his/her intention to so run in writing with the Nominating Committee prior to the date set in the respective Convention Call and furnish evidence of his/her compliance with the qualifications for said office set out in the International Constitution and By-Laws. This shall be supported by the formal nomination of a Club within the District and the seconding of the nomination by another Club within the District.

The Nominating Committee shall place in nomination at the district convention the names of all candidates so qualified. If none are so received and/or so qualified, then, but then only, nominations for the office may be made from the floor. Each candidate shall be allowed five minutes of Convention time to state their case for appointment. During this time, they may be supported by such other speakers as the candidate wish and in such order as he may determine, with the proviso that the total Convention time used (including that to change position at the Convention podium) shall not exceed 5 minutes.

**Section 4. BALLOT.** The election shall be by secret written ballot, with the candidate or candidates required to secure a majority of the votes cast by the delegates present and voting in order to be declared elected; for purpose of such election, a majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If, on the first ballot, and subsequent ballots, no candidate receives a majority, the candidate or tied candidates receiving the lowest number of votes shall be eliminated and balloting shall continue until one candidate receives a majority. In case of a tie on any ballot, balloting shall continue on the tied candidates until one is elected.

**Section 5. DISTRICT GOVERNOR VACANCY.** In the event of a vacancy in the office of district governor, the same shall be filled in accordance with the provisions of the International Constitution and By-Laws. The immediate past district governor, first and second vice district governors, the region chairpersons, zone chairpersons, the cabinet secretary and cabinet treasurer (or cabinet secretary/treasurer) and past district governors, past international directors and past international presidents in the district shall convene at a date, time and place called and determined by the immediate past district governor to select a replacement for recommendation to the International Board of Directors. In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of district governor, he/she must:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.

(b) Have served or will have served at the time he/she takes office as district governor:

(i) As officer of a Lions club for a full term or major portion thereof; and

(ii) As a member of the district cabinet for two (2) full terms or major portion thereof.

(iii) With none of the above being accomplished concurrently.

It is encouraged that the first vice district governor fulfil his/her full term of office and other qualified Lions be considered for filling a vacancy in the office of district governor.

**Section 6. FIRST AND SECOND VICE DISTRICT GOVERNORS AND OTHER VACANCIES.**

Any vacancy in office except that of district governor and first and second vice district governors shall be filled by appointment from the district governor for the unexpired term. In event of a vacancy arising in the office of first or second vice district governor, the district governor shall convene a meeting of the members of the existing cabinet as provided for in the International Constitution and By-Laws and all past international officers who are members in good standing of a chartered Lions club in good standing in the district. It shall be the duty of the attendees at this meeting to appoint a qualified club member as first or second vice district governor for the remainder of the term. In filling said vacancy, it shall be the duty of the district governor, or if not available, the most recent past district governor who is available, to send out invitations to attend said meeting and it shall also be his/her responsibility to preside as chairperson of the meeting.

The chairperson shall convey the results to the international office within seven (7) days together with evidence of invitations sent and meeting attendance. Each Lion who is entitled to receive an invitation to attend and is present at said meeting shall be entitled to cast one vote for the Lion of his/her choice.

In order for a Lion to be eligible and qualified to be selected to fill a vacancy in the office of first or second vice district governor, he/she must:

(a) Be an Active Member in good standing of a chartered Lions club in good standing in his/her single or sub-district.

(b) Have served or will have served at the time he/she takes office as first or second vice district governor:

(i) As officer of a Lions club for a full term or major portion thereof; and

(ii) As a member of the district cabinet for a full term or major portion thereof.

(iii) With none of the above being accomplished concurrently.

**Section 7. REGION/ZONE CHAIRPERSON QUALIFICATIONS.** Each region and zone chairperson shall:

- (a) Be an active member in good standing in his/her respective region or zone; and
- (b) Have served or will have served at the time of taking office as region or zone chairperson as President of a Lions club for a full term or major portion thereof, and a member of the board of directors of a Lions club for no less than two (2) additional years.

**Section 8. APPOINTMENT/ELECTION OF REGION/ ZONE CHAIRPERSON.** The district governor shall appoint, by the time he/she takes office, one region chairperson for each region (if the position is utilized during the district governor's term), and one zone chairperson for each zone, in the district.

**Section 9. REGION/ZONE CHAIRPERSON VACANCY.** If any region chairperson or zone chairperson shall cease to be a member of a club in the region or zone, as the case may be, to which he/she was appointed, his/her term of office shall thereon cease and the district governor shall appoint a successor to fill said office. Provided, however, the district governor, in his/her discretion may determine not to use the position of region chairperson for the remainder of the term.

### **ARTICLE III**

#### **Duties of District Officers/Cabinet**

**Section 1. DISTRICT GOVERNOR.** Under the general supervision of the International Board of Directors, he/she shall represent the association in his/her district. In addition, he/she shall be the chief administrative officer in his/her district and shall have direct supervision over the first and second vice district governor, region chairpersons, the zone chairpersons, the cabinet secretary-treasurer and such other cabinet members as may be provided for in this district constitution and by-laws. His/her specific responsibilities shall be to:

- (a) Administer and promote membership growth and new club development.
- (b) Administer and promote leadership development at the club and district levels.
- (c) Promote the Lions Clubs International Foundation and all service activities of the association.
- (d) Preside, when present, over cabinet, convention and other district meetings. During any period he/she is unable to so preside, the presiding officer at any such meeting shall be the first or second vice district governor, but if he/she is not available, the district officer chosen by the attending members shall preside.
- (e) Promote harmony among the chartered Lions clubs.
- (f) Exercise such supervision and authority over cabinet officers and district committee appointees as is provided in this district constitution.
- (g) Ensure that each Lions club in the district be visited by district governor or other district officer once every year to facilitate successful administration of the club, and that the visiting officer submit a visitation report to the International Headquarters for each visit.
- (h) Submit a current itemized statement of total district receipts and expenditures to his/her district convention or annual meeting of his/her district at a multiple district convention.
- (i) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (j) Report to Lions Clubs International all known violations of the use of the association's name and emblem.
- (k) Perform such other functions and acts as shall be required of him/her by the International

Board of Directors through the District Governor's Manual and other directives.

**Section 2. FIRST VICE DISTRICT GOVERNOR.** The first vice district governor, subject to the supervision and direction of the district governor, shall be the chief administrative assistant and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- a. Further the purposes of this association.
- b. Perform such administrative duties assigned by the district governor.
- c. Perform such other functions and acts required by the International Board of Directors.
- d. Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- e. Assist the district governor in the review of the strengths and weaknesses of the clubs in the district, identifying the existing and potential weak clubs and establishing plans to strengthen them.
- f. Conduct club visitation as the representative of the district governor when requested by the district governor.
- g. Serve as the District Governor Team liaison between the District Global Membership Team, working as an active member of the District Global Membership Team along with the District Governor, Second Vice District Governor and other Global Membership Team members to establish and implement a district-wide plan for membership growth.
- h. Work with the District Governor, Second Vice District Governor, and the Global Leadership Team to develop and implement a district-wide plan for leadership development.
- i. Work with the District Convention Committee and assist the committee to plan and conduct the annual district convention and assist the district governor to organize and promote other events within the district.
- j. At the request of the district governor, supervise other district committees.
- k. Participate in the planning of the next year including the district budget.
- l. Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the office of the district governor, he/she would be better prepared to assume the duties and responsibilities of said office as the acting district governor until the vacancy is filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

**Section 3. SECOND VICE DISTRICT GOVERNOR.** The second vice district governor, subject to the supervision and direction of the district governor, shall be an assistant in the administration of the district, and representative of the district governor. His/her specific responsibilities shall be, but not limited, to:

- (a) Further the purposes of this association.
- (b) Perform such administrative duties assigned by the district governor.
- (c) Perform such other functions and acts required by the International Board of Directors.
- (d) Participate in the cabinet meetings, and conduct meetings in the absence of the district governor, and participate in council meetings as appropriate.
- (e) Familiarize himself/herself with the health and status of the clubs in the district, review the monthly financial report and assist the district governor and the first vice district governor in identifying and strengthening the existing and potential weak clubs.

- (f) Conduct club visitation, as the representative of the district governor, when requested by the district governor.
- (g) Assist the district governor and first vice district governor in planning and conducting the annual district convention.
- (h) Serve as the District Governor Team liaison between the District Global Leadership Team, working as an active member of the District Global Leadership Team along with the District Governor, First Vice District Governor and other Global Leadership Team members to establish and implement a district-wide leadership development plan.
- (i) Work with the District Governor, First Vice District Governor, and the Global Membership Team to develop and implement a district-wide plan for membership growth.
- (j) Work with the District LCIF Coordinator and assist the committee to achieve the goals of the year through regular distribution of LCIF information and materials to increase understanding and support of LCIF.
- (k) Work with the District Information Technology Committee and assist the committee to promote the use of the association's web site and the Internet among the clubs and members to obtain information, file reports, purchase club supplies, etc.
- (l) At the request of the district governor, supervise other district committees.
- (m) Assist the district governor, first vice district governor, and the cabinet in planning of the next year, including the district budget.
- (n) Familiarize himself/herself with the duties of the district governor so that, in the event of a vacancy in the offices of district governor and first vice district governor, he/she would be better prepared to assume the duties and responsibilities of said offices as the acting district governor or acting vice district governor until the vacancies are filled according to these by-laws and rules of procedure adopted by the International Board of Directors.

#### Section 4. **CABINET SECRETARY-TREASURER.**

##### (1) **District Secretary**

He/she shall act under the supervision of the district governor. His/her specific responsibilities shall be to further the Purposes of this association and perform such duties as are implied by the title of said office, including but not by way of limitation, including the following:

- (a) Keep an accurate record of the proceedings of all meetings of the cabinet, and within five (5) days after each meeting forward copies of the same to all members of the cabinet, and the office of Lions Clubs International.
- (b) Take and keep minutes of the district convention and furnish copies of the same to Lions Clubs International, the district governor and the secretary of each club in the sub-district.
- (c) Make reports to the cabinet as the district governor or cabinet may require.
- (d) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

##### (2) **District Treasurer**

He/she shall act under the supervision of the district governor. His/her specific responsibilities shall be to further the Purposes of this association and perform such duties as are implied by the title of said office, including but not by way of limitation, including the following:

- (a) Collect and receipt for all dues and taxes levied on members and clubs in the sub district, deposit the same in such bank or banks as the district governor shall determine and disburse the same by order of the district governor.

- (b) Remit and pay over to the multiple district council secretary-treasurer the multiple district dues and taxes, if any, collected in the sub-district, and secure a proper receipt.
- (c) Keep accurate books and records of account, and minutes of all cabinet and sub district meetings, and permit inspection of the same by the district governor, any cabinet member and any club (or any authorized agent of any of them) at any reasonable time for any proper purpose. Upon direction of the district governor or the cabinet, he/she shall furnish any such books and records as requested to any auditor appointed by the district governor.
- (d) Secure bond for the faithful performance of his/her duties in such sum and with such sureties as may be required by the district governor.
- (e) Deliver, in a timely manner, at the conclusion of his/her term in office, the general and/or financial accounts, funds and records of the district to his/her successor in office.
- (d) Perform such other functions and acts as may be required of each by directives of the International Board of Directors.

**Section 5. REGION CHAIRPERSON** (if the position is utilized during the district governor's term). The region chairperson subject to the supervision and direction of the district governor, shall be the chief administrative officer in his/her region. His/her specific responsibilities should be to:

- (a) Further the Purposes of this association.
- (b) Supervise the activities of the zone chairpersons in his/her region and such district committee chairpersons as may be assigned to him/her by the district governor.
- (c) In coordination with the District GMT Coordinator, play an active role in organizing new clubs and in strengthening weak clubs.
- (d) Visit a regular meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, District GMT Coordinator and district GLT Coordinator.
- (e) Visit a regular board of directors meeting of each club in his/her region at least once during his/her term of office, reporting his/her findings to the district governor, district GMT Coordinator and district GLT Coordinator.
- (f) Endeavour to have every club in his/her region operating under a duly adopted club constitution and bylaws.
- (g) Promote the Club Quality Initiative to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.
- (h) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions with the zone about leadership development opportunities at the zone, district or multiple district.
- (i) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her region are entitled.
- (j) Carry out such official visitations to club meetings and charter nights as shall be assigned to him/her by the district governor.
- (k) Perform such additional assignments as shall be given to him/her from time to time by the district governor.

In addition, the region chairperson shall perform such other functions and acts as may be required by the International Board of Directors through a region chairperson's manual and other directives.



**Section 6. ZONE CHAIRPERSON.** The zone chairperson, subject to the supervision and direction of the district governor and/or region chairperson, shall be the chief administrative officer in his/her zone. His/her specific responsibilities shall be to:

- (a) Further the Purposes of this association.
- (b) Serve as chairperson of the District Governor's Advisory Committee in his/her zone and as such chairperson to call regular meetings of said committee.
- (c) Endeavour to include the District GMT Coordinator and the GLT Coordinator and the District Governor Team as special guests to a District Governor's Advisory Committee meeting to discuss needs related to membership and leadership development and how these teams and the District Governor Team may assist with membership and leadership development within the zone.
- (d) Make a report of each District Governor's Advisory Committee meeting and send copies within five (5) days thereafter to Lions Clubs International and to the district governor, District GMT Coordinator and District GLT Coordinator and region chairperson.
- (e) Promote the Club Quality Initiative to the clubs within the zone and work in concert with the District GMT Coordinator, the District GLT Coordinator and the District Governor Team to implement the program within the zone.
- (f) In coordination with the District GMT Coordinator, please an active role in organizing new clubs and keep informed on the activities and well-being of all clubs in his/her zone.
- (g) In coordination with the District GLT Coordinator, play an active role in supporting leadership initiatives by informing Lions within the zone about leadership development opportunities at the zone, district or multiple district.
- (h) Represent each club in his/her zone in any problems with district, multiple district council chairperson or Lions Clubs International.
- (i) Supervise the progress of district, multiple district, and Lions Clubs International projects in his/her zone.
- (j) Endeavour to have every club within his/her zone operating under a duly adopted club constitution and by-laws.
- (k) Promote representation at international and district (sub- and multiple) conventions by at least the full quota of delegates to which clubs in his/her zone are entitled.
- (l) Visit a regular meeting of each club in his/her zone once or more during his/her term of office, reporting his/her findings to the region chairperson – particularly with respect to weaknesses he/she may have discovered (copy to district governor).
- (m) Perform such other functions and acts as may be required of him/her by directives of the International Board of Directors and/or the District Governor.

**Section 7. DISTRICT GOVERNOR'S CABINET.** The district governor's cabinet shall:

- (a) Assist the district governor in the performance of his/her duties and in the formulation of administrative plans and policies affecting the welfare of Lionism within the sub-district.
- (b) Receive, from the region chairpersons and/or other assigned district cabinet members, reports and recommendations which concern the clubs and zones.
- (c) Supervise the collection of all dues and taxes by the cabinet treasurer, designate a depository(s) for said funds and authorize the payment of all legitimate expenses pertaining to the administration of the affairs of the district.

- (d) Secure, set the amount of and approve the surety company issuing, the surety bond for the cabinet secretary-treasurer.
- (e) Secure, semi-annually or more frequently, sub-district financial reports from the cabinet secretary and cabinet treasurer (or secretary-treasurer).
- (f) Provide for an audit of the books and accounts of the cabinet secretary, cabinet treasurer, or cabinet secretary-treasurer and with the district governor's approval, set up definite schedule of dates, times and places of cabinet meetings to be held during the fiscal year.

Section 8. **SERGEANT-AT-ARMS.** The Sergeant-at- Arms shall maintain order and decorum at the respective conventions and meetings and perform such other duties as are incident to his/her office under ROBERT'S RULES OF ORDER, NEWLY REVISED.

## **ARTICLE IV**

### **District Committees**

**Section 1. DISTRICT GOVERNOR'S ADVISORY COMMITTEE.** In each zone, the zone chairperson and the presidents and secretaries of the clubs in the zone shall comprise a District Governor's Advisory Committee, with the zone chairperson as chairperson. At a date, time and place called by the zone chairperson, this committee shall hold a first meeting within ninety (90) days after the adjournment of the preceding international convention; a second meeting in the month of November; a third meeting in the month of February or March; and a fourth meeting approximately thirty days prior to the multiple district convention. It shall assist the zone chairpersons in an advisory capacity, procure recommendations affecting the welfare of Lionism and the clubs in the zone, and relay the same through the zone chairperson to the district governor and his/her cabinet.

**Section 2. DISTRICT GOVERNOR'S HONORARY COMMITTEE.** The district governor may appoint a District Governor's Honorary Committee composed of past international officers who are members in good standing of clubs within the sub-district. This committee shall meet when and as called upon by the district governor. It shall act under the direction of the district governor in the promotion of harmony throughout the district. The chairperson of this committee shall attend meetings of the cabinet when requested by the district governor.

**Section 3. DISTRICT CABINET COMMITTEES.** The district governor may establish and appoint such other committees and/or chairpersons as he/she deems necessary and appropriate for the efficient operations of the district. Such committee chairpersons shall be deemed non-voting members of the district cabinet.

## **ARTICLE V**

### **Meetings**

#### **Section 1. DISTRICT CABINET MEETINGS.**

- (a) Regular. A regular meeting of the cabinet shall be held in each quarter of the fiscal year, with the first of which should be held within thirty (30) days after the adjournment of the preceding international convention. A minimum of ten (10) days written notice of meetings setting forth a date, time and place determined by the district governor shall be given to each member by the cabinet secretary. This may be by electronic means.
- (b) Special. Special meetings of the cabinet may be called by the district governor at his/her

discretion, and shall be called upon written request made to the district governor or the cabinet secretary by a majority of the members of the cabinet. No fewer than five (5) nor more than twenty (20) days written (including letters, electronic mail, facsimile transmission, or cable) notice of special meetings, setting forth the purposes and a date, time and place determined by the district governor, shall be given to each member by the cabinet secretary.

(c) **Quorum.** The attendance of a majority of the officers of this district shall constitute a quorum for any cabinet meeting.

(d) **Vote.** The voting privilege shall extend to all members of the district cabinet.

**Section 2. ALTERNATIVE MEETING FORMATS.** Regular and/or special meetings of the district cabinet may be held through the use of alternative meeting formats, such as teleconference and/or web conference as determined by the district governor.

**Section 3. BUSINESS TRANSACTED BY MAIL.** The district cabinet may transact business by mail (including letters, electronic mail, facsimile transmission, or cable), provided that no such action shall be effective until approved in writing by two-thirds (2/3) of the entire number of the members of the district cabinet. Such action may be initiated by the district governor or any three (3) officers of the district.

#### **Section 4. REGIONS AND ZONES.**

(a) **Organizational.** Regions and zones shall be subject to change by the district governor, when in his/her sole discretion; he/she shall deem the same necessary to the best interests of the district and the association. The district should be divided into regions of sixteen (16) to ten (10) Lions clubs. Each region should be divided into zones of between eight (8) and four (4) Lions Clubs, giving due regard to the geographical locations of the clubs. Such changes should be drafted by the incoming Governor with the intention of taking effect when he/she comes into Office. Before making any changes to existing arrangements, Governor Elect (with the approval of the Governor), shall advise the Clubs that are likely to be affected, informing them of the reasons for the change.

(b) **Region Meetings.** Meetings of representatives of all clubs in a region, with the region chairperson (if the position is utilized during the district governor's term) or other district cabinet member as may be assigned by the district governor presiding, should be held during the fiscal year at times and places fixed by the region chairperson of the respective region.

(c) **Zone Meetings.** Meetings of representatives of all the clubs in a zone, with the zone chairperson presiding, shall be held during the fiscal year at times and places fixed by the zone chairperson.

### **ARTICLE VI**

#### **District Convention**

**Section 1. CONVENTION SITE SELECTION.** The district governor shall receive invitations in writing from places desiring to entertain the succeeding year(s) annual convention. All invitations shall set forth such information as the district governor shall from time to time require and shall be delivered to him/her no later than thirty (30) days prior to the convening date of the convention at which the convention site shall be voted upon by the delegates of said convention. Procedure to be followed in investigation of bids and in presentation of the same to conventions,

as well as action to be taken by a convention in the event no bids are acceptable to or so received by the district governor shall be determined by the district governor.

**Section 2. OFFICIAL CALL.** The district governor shall issue an official call by printed or electronic means to all clubs for the annual district convention not less than sixty (60) days prior to the date fixed for holding the same, stating the place, day and hour thereof. The notice shall include details of the procedure for nominating persons for the posts of District Governor, First Vice District Governor, Second Vice District Governor and invitations to host the Convention two years hence and the closing date for receipt of such information. The notice shall also include details of the procedure for proposing resolutions to Convention and the closing date for receipt of same.

**Section 3. SITE CHANGE.** The district cabinet shall retain, and have, power to change at any time, for good reason, the convention site previously chosen and neither the district, officers of the district nor any member of the district cabinet, shall incur any liability thereby to any club or club member in the district. Notice of this site change shall be furnished in writing to each club in the district no less than thirty (30) days prior to the convening date of the annual convention.

**Section 4. OFFICERS.** The members of the district cabinet shall be the officers of the annual district convention.

**Section 5. SERGEANT-AT-ARMS.** A convention sergeant- at-arms and such assistant sergeant-at-arms as deemed necessary shall be appointed by the district governor.

**Section 6. OFFICIAL REPORT.** Within fifteen (15) days after the close of each district convention, the cabinet secretary shall transmit one copy of the complete proceedings to the international office. Upon written request from any club in the respective district a copy shall be furnished to said club.

**Section 7. CREDENTIALS COMMITTEE.** The Credentials Committee of the district convention shall be composed of the district governor, as chairperson, the cabinet-secretary treasurer and two other non-officers of the district appointed by the district governor, each of whom shall be a member in good standing of a different Lions club in good standing in the district, and shall not through the duration of the appointment hold any district or international office either by election or appointment. The Credentials Committee shall have the powers and perform the duties set forth in ROBERT'S RULES OF ORDER, NEWLY REVISED.

**Section 8. ORDER OF CONVENTION BUSINESS.** The district governor shall arrange the order of business for the district convention, and the same shall be the order of the day for all sessions.

## **ARTICLE VII CONVENTION FUND**

**Section 1. REMAINING FUNDS.** In any fiscal year, any balance remaining in the convention fund after payment of all convention administrative expenses in that year shall remain in said convention fund and become available for future convention expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses.

**Section 2. FEE COLLECTION.** Such fee as the district governor shall set may be collected, under procedures set by the district governor, from each delegate, alternate, and guest attending the district convention to defray the actual cost of convention meals and entertainment.

**By Laws ARTICLE VIII District Administration Fund**

**Section 1. DISTRICT REVENUE.** To provide revenue for approved district projects and to defray the administrative expenses of the district, an annual district administrative subscription is levied upon each member of each club in the district and shall be collected and paid in advance by each club in two (2) semi-annual payments per club member by July 21<sup>st</sup> of each year to cover the semi-annual period July 1<sup>st</sup> to December 31<sup>st</sup> and per club member on January 21<sup>st</sup> of each year, to cover the semi-annual period January 1<sup>st</sup> to June 30<sup>th</sup> with billings of the same to be based upon the roster of each club as of the first days of July and January, respectively. Said subscriptions shall be paid to the District Treasurer by each club in the district, except newly chartered and reorganized clubs, which shall collect and pay said subscriptions on a pro-rata basis from the first day of the second month following the date of their organization or reorganization, as the case may be. Said subscriptions shall be disbursed only for administrative expenses of the district and only upon approval by the district governor's cabinet. Disbursement therefrom shall be by checks drawn and signed by the cabinet treasurer and countersigned by the district governor.

(a) Payment of District subscriptions will not be collected for members shown as dropped by the Association's Official Records within 30 days of the commencement of the billing period (June 30<sup>th</sup> or December 31<sup>st</sup> as appropriate). In the event that the Club has already paid the District subscriptions for that half year, the Club shall be reimbursed.

(b) Billing for District subscriptions for a new member will begin the first day of the month in which the member joins, as shown by the records of the Association and the Club will be liable for payment of the District subscriptions on a pro-rata basis at the average monthly rate, based on the agreed annual District subscriptions, through to the end of the billing period. These subscriptions shall be collected by the District Treasurer at the commencement of the next billing period (June 30<sup>th</sup> or December 31<sup>st</sup> as appropriate).

(c) Payment of Multiple District subscriptions shall be as laid down by the Multiple District Constitution.

(d) The District Treasurer shall be empowered to levy a supplementary charge, not exceeding Ten Pounds (£10.00) per Club, on any Per Capita Levy not settled in full by the due date.

**Section 2 DISTRICT FUNDS, PROPERTY AND LIABILITY**

(a) The District Treasurer shall open such bank or building society accounts with Trustee Status as the Cabinet shall from time to time approve (in which shall be lodged all moneys and funds received on behalf of the District).

(b) All withdrawals from such accounts shall be on the authority signed by any two of the following persons: The District Governor, the District Treasurer and the District Secretary.

(c) (i) The Governor and the District Treasurer and the District Secretary shall jointly, but subject to the ratification of Cabinet, have management and control over the property and funds and of all budgetary matters of the District and its Committees (if any). No obligation may be approved or made which would result in a deficit in the total funds of the District at any time.

(ii) No person shall commit the District to expenditure in excess of Two Hundred and Fifty Pounds (£250) in any one transaction without the prior approval of the Cabinet. For all expenditure where the sum is above that figure including District events, a budget must be submitted by the organiser/purchaser first to the Finance Committee for review before being presented for Cabinet approval.

### **Section 3 OUT OF POCKET EXPENSES**

(a) A contribution towards appropriate out-of-pocket expenses incurred in carrying out their duties (or contributions thereto) may be claimed by, and paid to, Cabinet members provided that these have been duly authorised by the Governor and/or Cabinet. These expenses shall be payable in line with the latest “District Guidelines for District Officer Claims”. These Guidelines shall from time to time be reviewed by the District Cabinet and be available to District Officers from the District Website.

(b) Mileage Rates payable to District Officers in the course of their District duties shall be the same as those payable to a Multiple District Officer unless otherwise decided by the Cabinet.

### **Section 4. FINANCE COMMITTEE**

(a) Each Year the Immediate Past Governor (acting as Chairman), First Vice Governor, Second Vice Governor, District Secretary and District Treasurer shall be the Permanent Finance Committee of the District.

(b) The Committee shall be responsible for reviewing all aspects of Financial, Budgetary and Audit matters affecting District funds and shall report to and advise the District Cabinet periodically thereon.

(c) The Committee, subject to Cabinet approval, shall have power to co-opt up to two further Active Lions with specialist knowledge in such matters to serve in the Year.

**Section 5. REMAINING FUNDS.** In any fiscal year, any balance remaining in the district administrative fund after payment of all district administrative expenses in that year shall remain in said district administrative fund and become available for future district administrative expenses and be treated as income in any fiscal year in which expended or otherwise budgeted for payment of such expenses. The same shall apply to any balance remaining in any other funds held by the district, with the proviso that they be used for the purposes originally designated.

## **ARTICLE IX**

**Section 1. FINANCIAL OBLIGATIONS.** The district governor and his/her cabinet shall not incur obligations in any fiscal year which will effect an unbalanced budget or deficit in said fiscal year.

### **Section 2. AUDIT OR REVIEW OF BOOKS.**

(a) The Governor or Cabinet shall provide for an independent examination of the books, records and Financial Statements of the District covering the Year by a suitably qualified person to be appointed (or re-appointed as the case may be) by resolution at Convention each Year.

(b) A copy of the Financial Statements so audited, together with a copy of the audit report therein, shall be circulated to every Club Secretary by January 31<sup>st</sup> preceding the Convention.

(c) The Governor, or Cabinet, may at any time call for an interim audit of the books, records and Financial Statements of the District together with an audit report thereon.

**Section 3. FISCAL YEAR.** The fiscal year of this district shall be from July 1<sup>st</sup> to June 30<sup>th</sup>.

**Section 4. RULES OF PROCEDURE.** Except as otherwise specifically provided in this constitution and by-laws, or in the rules of procedure adopted for a meeting, all questions of order and procedure adopted for a meeting, all questions of order and procedure in any district meeting or convention, any meeting of the district cabinet, region, zone or member club or of any group or committee of any one of them shall be determined by ROBERT'S RULES OF ORDER, NEWLY REVISED.

## **ARTICLE X**

### **Amendments**

**Section 1. AMENDING PROCEDURE.** These by-laws may be amended only at a district convention, by resolution and adopted by a simple majority of the votes cast.

**Section 2. AUTOMATIC UPDATE.** When amendments to the International Constitution and By-Laws are passed at the International Convention, any amendments that would have an effect on this District Constitution and By-Laws shall automatically be updated in this district constitution and by-laws at the close of the relevant international convention.

**Section 3. NOTICE.** No amendment shall be so reported or voted upon unless the same shall have been furnished in writing to each club no less than thirty (30) days prior to the convening date of the annual convention with notice that the same will be voted upon at said convention.

**Section 4. EFFECTIVE DATE.** Each amendment shall take effect at the close of the convention at which adopted unless otherwise specified in the amendment.

## **APPENDIX I CONVENTION STANDING ORDERS**

(INCORPORATING ALL ACCEPTED AMENDMENTS THROUGH MARCH 2016)

These standing orders refer solely to the conduct of the business session(s) of the District Convention. They shall be appended to, but not form part of, the District Constitution

### **1. CHAIRMAN**

(a) The Chairman shall have discretion in selecting speakers, in deciding on the number of speakers to any resolution/amendment and in terminating discussion whenever he considers it appropriate.

(b) The Chairman, being entirely neutral, shall not be a delegate of his Club and if at any time he wishes to express a personal opinion on a matter under discussion he shall vacate the Chair for this purpose.

### **2. SPEAKERS**

(a) On the Chairman standing any speaker shall yield to the Chair and immediately resume his seat.

- (b) Any person wishing to speak on any report/resolution/amendment or other matter of business, must use a microphone, announce his name and Club, and address the Chair.
- (c) With the exception of the provision for the Chairman in accordance with Clause 1(b) above, a member of Cabinet speaking on any report/resolution/ amendment or other matter of business shall be deemed to be representing his personal views unless he states otherwise.
- (d) Unless Convention decides otherwise, only the Chairman, and the mover of a resolution in exercising his right of reply, shall speak more than once on any report/resolution/amendment.

### **3. RESOLUTIONS AND AMENDMENTS**

- (a) Resolutions/amendments will be moved by:
  - (i) Nominees on behalf of Cabinet; or
  - (ii) A member on behalf of the Club submitting the resolution/amendment.
- (b) Resolutions/amendments will be seconded by a member on behalf of a Club other than in Clause 3(a)(ii) above.
- (c) Resolutions shall be taken as read without being formally read into the record.
- (d) If no member is present from a Club submitting a resolution/amendment then, unless that Club advises the Resolutions Officer in writing before the commencement of the Convention of the names of a mover and seconder each from other separate Clubs, the resolution/amendment shall be withdrawn unless Convention shall otherwise decide. With this one exception no resolution/ amendment may be withdrawn after the Convention Call has been issued and Clubs have been notified of the proposed resolution/amendment, without the consent of Convention.
- (e) If a resolution be withdrawn with the consent of Convention and there has been an amendment submitted to that resolution then that amended resolution shall become the substantive resolution.
- (f) Each resolution/amendment shall be moved and seconded before consideration by Convention, and not more than one resolution/amendment shall be discussed at any one time.
- (g) No person shall move more than one amendment to any resolution nor shall the mover of a resolution move any amendment to such resolution.
- (h) Where appropriate, resolutions/amendments will be put for consideration immediately following the adoption of the relevant District Officer's report.

### **4. TIME LIMITS FOR SPEECHES**

- (a) The mover of a resolution / amendment will be permitted a maximum of three minutes to put their case, and after doing so shall formally move the resolution / amendment. The seconder will second the resolution / amendment without being called to the rostrum and may exercise the right to speak in debate by catching the Chairman's eye. At the conclusion of the debate and before a vote is taken on a resolution the mover of the resolution only shall have the right of reply for the purpose of answering questions or clarifying points raised, and shall not be allowed more than two minutes for this purpose. They will not be permitted to introduce fresh arguments.
- (b) The mover of an amendment shall not be entitled to the right of reply except when an original resolution has been displaced by an amendment which has become a substantive resolution in accordance with Clause 3(e) above when the right of reply ensues to the mover of the amendment.
- (c) With the exception of the time limits stated in Clause 4(a) each speaker in general debate will be limited to one minute and must direct their comments directly to the report/resolution/amendment under discussion.



(d) The times specified for speakers may be exceeded only with the approval of Convention.

## **5 VOTING**

(a) The Voting on any report/resolution/amendment on general business shall be by a show of Delegate Cards of those present and voting. The Chairman shall declare the result or order a count. If the Chairman's declaration is challenged by 20 (twenty) or more registered delegates, the votes shall be counted.

(b) Any elections of candidates for office shall be by secret written ballot and such elections shall be carried out by the method commonly called the "Single Transferable Vote" or "Preferential Voting" or the "Alternative Vote."

(c) In the event of a tie following a show of hands or secret ballot the Chairman shall cast the deciding vote.

## **6. MOTION PROCEED TO NEXT BUSINESS**

Any person, provided he has not already spoken on the matter under discussion, may move at any time that Convention proceeds to next business, and if this proposal be seconded the Chairman shall put the matter to Convention after discussion and the mover of the resolution has been offered the right of reply.

## **7. POINT OF ORDER OR QUESTION**

Any person may at any time ask a question or raise a point of order through the Chair but must confine the question or point of order to the subject before Convention.

## **8. IMPLEMENTATION OF, AND AMENDMENTS TO, STANDING ORDERS**

(a) These Standing Orders shall take full force and effect following adoption by a duly proposed resolution accepted at Convention by a majority vote of not less than two-thirds of voting registered delegates, or their alternates, as the case may be.

(b) These Standing Orders can only be amended by a duly proposed resolution adopted at Convention by a majority vote of not less than two-thirds of voting registered delegates, or their alternates, as the case may be.

## **NOTES ATTACHING TO, BUT NOT FORMING PART OF, DISTRICT 105D CONVENTION STANDING ORDERS**

District 105D Constitution (incorporating all accepted amendments through March 2016) includes, inter alia, the following provisions relating to District Conventions:

### **1. CHAIRMAN**

The Governor should preside at all sessions of the Convention. In his absence the First Vice-Governor should preside, failing this the Second Vice-Governor should preside, failing this the Immediate Past Governor should preside. In the event of the non-availability of any of the foregoing persons the most recent Past Governor available will preside.

### **2 EMERGENCY RESOLUTIONS AND AMENDMENTS**

(a) The Governor shall have power to accept an emergency resolution or amendment at Convention if, in his opinion, such resolution or amendment could not have reasonably been submitted in writing to the officer appointed on or before the date stipulated.

(b) Such emergency resolution or amendment shall only be presented for consideration with the approval of Convention.

### **3. QUORUM**

(a) The attendance in person of a majority of the delegates registered at a convention shall constitute a quorum at any session of the convention.

(b) If no quorum is present the session shall be adjourned to a time and place to be appointed by the Governor.

### **4. SUSPENSION OF STANDING ORDERS**

Convention may suspend all or part of Standing Orders by a majority decision of registered voting delegates present who exercise their right to vote, at any time during the business of Convention.

### **5. CONVENTION BUSINESS.**

The district governor shall arrange the order of business for the district convention and may during Convention, have discretion to change the order of business to effect the efficient transaction of business, save that, the timing of any vote shall not be brought forward.

### **6. RULES OF PROCEDURE.**

Except as otherwise provided in the Lions Clubs International Constitution and By-Laws, the District 105D Constitution and By-Laws, national custom and practice or these rules, Robert's Rules of Order, Newly Revised shall govern all questions of order and procedure.

### **7. CREDENTIALS COMMITTEE**

(a) The credentials committee shall be composed of the district governor, as chairperson, the cabinet secretary/treasurer and two other non-officers of the district appointed by the district governor; provided, however, the district governor may designate any other committee member as chairperson. The credentials committee's primary responsibility shall be to verify club delegate credentials. In carrying out this responsibility, the credentials committee shall have the powers and shall perform the duties as established by national custom and practice or as set forth in Robert's Rules of Order, Newly Revised.

(b) The registration and certification of delegates shall occur on the day of the District Convention.

(c) The number of certified delegates shall be announced to the convention upon close of certification and prior to the commencing of voting.

### **8. NOMINATIONS**

(a) 60 days prior to the convening of the convention, the district governor, unless otherwise provided, shall appoint, and designate the chairperson of, a nominations committee consisting of three (3) members. It shall be the committee's responsibility to review the qualifications of each nominated candidate within thirty (30) days prior to the election and rule on the eligibility of the same.

(b) Candidate may withdraw from the contest at any time prior to the issuance of the final report of the nominations committee.

(c) Nominations for the offices of district governor, first and second vice district governor and such other offices to be filled by the convention shall be limited to nominating/ seconding speeches not exceeding a total of 5 minutes for each nominee.

## **9. REPLACEMENT OF DELEGATES AND ALTERNATES.**

### **Section 1**

(a) To replace a delegate and/or alternate delegate already certified, the replacement must provide a certificate signed by two officers of the club, certifying that the replacement is eligible as an alternate delegate.

(b) On the day of voting, a duly certified alternate delegate shall be allowed to obtain a ballot and vote in lieu of a duly certified delegate from the same Lions club by presenting his/her copy of his/her alternate credential certificate together with the copy of the certified delegate's credential certificate to the voting personnel at which time the voting personnel will make the necessary notation on the credential records marking that a substitution has been made on the respective club's delegate entitlement. Alternate delegates who were not certified cannot replace a certified or uncertified delegate.

### **Section 2**

(a) Prior to the convention, the district governor shall appoint, and designate the chairperson of an elections committee consisting of three (3) members. Each duly nominated candidate shall also be entitled to designate one (1) observer through his/her club. The observers may oversee election procedures only, but may not participate directly in the committee's decision making.

(b) The elections committee shall be responsible for preparation of elections materials, vote tabulation, and resolving questions concerning the validity of individual ballots. The committee's decision shall be final and binding.

(c) The elections committee shall prepare a comprehensive report of the election results containing the following components: date, time and place of election; specific voting results by candidate; signature of each committee member and observer. The district governor, council chairperson and all candidates shall be provided a copy of the committee's report.

## **10. Voting.**

(a) Voting will take place at a predetermined location and time.

(b) To secure a ballot card, the delegate shall present his/her credential certificate to voting personnel for verification. Once verified, the delegate shall be issued a ballot.

(c) The voter shall indicate his/her vote by placing a mark in the appropriate location by the name of the candidate of his/her choice. The mark must be placed in the proper location to constitute a valid vote. Any ballot containing votes for more than the specified number of offices to be filled in any section shall be declared invalid to that particular section.

(d) A majority vote shall be necessary to elect the district governor, first vice district governor and second vice district governor. A majority is defined as a number more than one-half of the total valid votes cast excluding blanks and abstentions. If a majority vote is not received in the election of district governor, first vice district governor and second vice district governor, a vacancy shall occur and Article IX, Section 6(d) of the International By-Laws shall apply.

END